



The David J. Joseph Company

September 7, 2005

RECORDATION NO. 19449-B FILED

SEP 9 05

1-23 PM



Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated August 31, 2005 between the following parties:

Assignor: General Electric Commercial Business Property Corporation  
8400 Normandale Lake Blvd.  
Minneapolis, MN 55437

Assignee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (86) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated August 31, 2005 related to eighty-six (86) railcars bearing reporting marks: CNW 370135 – 370146, inclusive and CNW 375000 – 375073, inclusive.

Please file this as a secondary document under Recordation Number 19449-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 19449 through 19449-A. The filing fee for this document in the amount of \$33.00 is included on the enclosed check No. 572285. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

**CERTIFICATE**

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
Notary Public



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires  
September 24, 2007

SEP 09 '05

1-23 PM

## EXHIBIT E

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 31, 2005, by and between **GENERAL ELECTRIC COMMERCIAL BUSINESS PROPERTY CORPORATION**, a corporation organized under the laws of the State of Delaware ("Assignor") and **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignee").


**WITNESSETH:**

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated March 11, 1995, as subsequently amended by agreement dated April 11, 1995, between The David J. Joseph Company, as Lessor, and Chicago and North Western Railway Company (n/k/a Union Pacific Railroad), as Lessee (the "Lease"), for eighty-six (86) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR's predecessor-in-interest pursuant to that certain Purchase and Sale Agreement dated June 27, 1995, by and between The David J. Joseph Company ("Seller") and MetLife Capital, Limited Partnership.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of August 31, 2005.

**GENERAL ELECTRIC COMMERCIAL BUSINESS  
PROPERTY CORPORATION**

By:  \_\_\_\_\_

Name: Lloyd Worthen

Title: Vice President

**THE DAVID J. JOSEPH COMPANY**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT E**

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 31, 2005, by and between **GENERAL ELECTRIC COMMERCIAL BUSINESS PROPERTY CORPORATION**, a corporation organized under the laws of the State of Delaware ("Assignor") and **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignee").

**WITNESSETH:**

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated March 11, 1995, as subsequently amended by agreement dated April 11, 1995, between The David J. Joseph Company, as Lessor, and Chicago and North Western Railway Company (n/k/a Union Pacific Railroad), as Lessee (the "Lease"), for eighty-six (86) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR's predecessor-in-interest pursuant to that certain Purchase and Sale Agreement dated June 27, 1995, by and between The David J. Joseph Company ("Seller") and MetLife Capital, Limited Partnership.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of August 31, 2005.

**GENERAL ELECTRIC COMMERCIAL BUSINESS  
PROPERTY CORPORATION**

By: \_\_\_\_\_

Name: Lloyd Worthen

Title: Vice President

**THE DAVID J. JOSEPH COMPANY**

By:  \_\_\_\_\_

Name: JAMES H. GOETZ

Title: EXEC VP & CFO

STATE OF WASHINGTON                     )  
  ) SS:  
COUNTY OF KING                     )

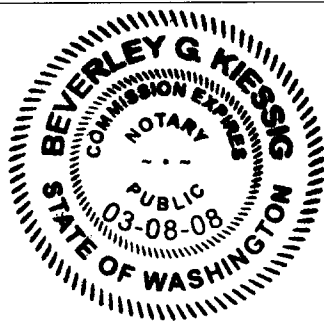
On this 11th day of August, 2005, before me the subscriber, Lloyd Worthen, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Lloyd Worthen, to me personally known, who stated and acknowledged that he is the Vice President of General Electric Commercial Business Property Corporation, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 11th day of August, 2005.

Beverley G. Kiessig  
(Notary Signature)  
Beverley G. Kiessig  
Middle Market Closing Manager

My commission expires:

3-8-08



STATE OF OHIO                     )  
  ) SS  
COUNTY OF HAMILTON         )

On this 25<sup>th</sup> day of August, 2005 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the ENP + CFO of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25<sup>th</sup> day of August, 2005.

Angela Denise Watts  
(Notary Signature)

My commission expires:

\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS:**

Eighty-six (86) railcars bearing reporting marks:

CNW 370135-370146, inclusive  
and  
CNW 375000-375073, inclusive

**LEASE:** Railroad Equipment Lease dated March 22, 1995, as subsequently amended by agreement dated April 11, 1995, between The David J. Joseph Company, as Lessor, and Chicago and North Western Railway Company (n/k/a Union Pacific Railroad), as Lessee, (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR's predecessor-in-interest pursuant to that certain Purchase and Sale Agreement dated June 27, 1995, by and between The David J. Joseph Company and MetLife Capital, Limited Partnership.